

RECORDATION NO. 26764-D FILED

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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

January 5, 2011

Ms Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release of Security Interest, a secondary document, dated as of December 22, 2010. The primary document to which this is connected is recorded under Recordation No. 26764. We request that one copy of this document be recorded under Recordation No. 26764-D.

The name and address of the party to the Release of Security Interest is:

Security Agent:

Plainfield Direct, Inc.
55 Railroad Avenue
Greenwich, CT 06830

A description of the equipment covered by the Release of Security Interest consists of all railroad equipment now owned or hereafter acquired.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
January 5, 2011
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A short summary of the document to appear in the index follows: a Release of Security Interest by Plainfield Direct, Inc., 55 Railroad Avenue, Greenwich, CT 06830, covering all railroad equipment now owned or hereafter acquired.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO.

26764-15
FILED

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RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

The undersigned, Plainfield Direct, LLC, successor in interest to Plainfield Offshore Holdings XI, Inc., as Security Agent ("Security Agent"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release, and discharge the security interests described in the following paragraph held by it insofar as the same encumbers all now owned and hereafter acquired locomotives, rail cars and other rolling stock, as well as rolling stock accessories.

Such security interest was granted pursuant to that certain Security Agreement, dated as of November 8, 2006, by Tennessee Southern Railroad Company, Inc. ("TSRR") for the benefit of Security Agent. A Memorandum of Security Agreement dated as of November 8, 2006 between Security Agent and TSRR was recorded at the Surface Transportation Board (the "Board") on January 10, 2007 at 3:55 pm under Recordation No. 26764, and a Memorandum of Loan Subordination Agreement dated March 18, 2010 between Security Agent and Fifth Third Bank was recorded at the Board on March 19, 2010 at 11:49 pm under Recordation No. 26764-C.

Dated December 22, 2010.

PLAINFIELD DIRECT, LLC,
as Security Agent

By: [Signature]

Name: Thomas X. Fritsch

Title: Co-General Counsel

STATE OF CONNECTICUT)

) ss:

COUNTY OF FAIRFIELD)

On December 22, 2010 before me personally appeared THOMAS X. FRITSCH to me personally known, who being by me duly sworn, says that (s)he is the Co-General Counsel of Plainfield Direct, LLC, that said instrument was signed on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

[Signature]
NOTARY PUBLIC

My Commission expires: 11/30/2015